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*Counsel for the Circuit City Stores, Inc.
Liquidating Trust*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., <u>et al.</u> ,	:	Case No. 08-35653-KRH
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	

**NOTICE OF LIQUIDATING TRUST'S SIXTY-THIRD OMNIBUS OBJECTION TO
CLAIMS: FIXING OF CERTAIN UNLIQUIDATED CLAIMS; REDUCTION OF
CERTAIN PARTIALLY INVALID CLAIMS; OR DISALLOWANCE OF CERTAIN
INVALID CLAIMS, AS APPLICABLE (HUMAN RESOURCES CLAIMS)**

PLEASE TAKE NOTICE that the Circuit City Stores, Inc. Liquidating Trust (the "Liquidating Trust" and/or "Trust"), through Alfred H. Siegel, the duly appointed trustee of the Trust (the "Trustee"), pursuant to the Second Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and its Affiliated Debtors and Debtors in Possession and its Official Committee of Creditors Holding General Unsecured Claims in the above-captioned cases of the above referenced estates of Circuit City Stores, Inc. et al. (collectively, the "Debtors") filed the Liquidating Trust's Sixty-Third Omnibus Objection to Claims: Fixing of Certain Unliquidated Claims; Reduction of Certain Partially Invalid Claims; or Disallowance of Certain Invalid Claims, As Applicable (Human Resources Claims) (the "Objection") with the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court"). A copy of the Objection is attached to this notice (this "Notice") as Exhibit 1. By the Objection, the Liquidating Trust is seeking to fix certain unliquidated claims, reduce certain partially invalid claims and disallow certain invalid claims, as applicable.

PLEASE TAKE FURTHER NOTICE THAT on April 1, 2009, the Bankruptcy Court entered the Order Establishing Omnibus Objection Procedures and Approving the Form and Manner of the Notice of Omnibus Objections (Docket No. 2881) (the "Order"), by which the Bankruptcy Court approved procedures for filing omnibus objections to proofs of claim and

requests for allowance and payment of administrative expenses and/or cure claims (collectively, the "Claims") in connection with the above-captioned chapter 11 cases (the "Omnibus Objection Procedures").

Specifically, the Objection seeks to reduce, disallow, or reclassify certain claims, including your claim(s), listed below, all as set forth in the Objection.

TO:	<u>Claim Number</u>	<u>Claim Amount</u>	<u>Reference Objection</u>
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SPECIFIC INFORMATION PROVIDED ON INDIVIDUALIZED NOTICE

YOU ARE RECEIVING THIS NOTICE BECAUSE THE PROOF(S) OF CLAIM LISTED HEREIN THAT YOU FILED AGAINST ONE OR MORE OF THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES ARE SUBJECT TO THE OBJECTION. YOUR RIGHTS MAY BE AFFECTED BY THE OBJECTION. THEREFORE, YOU SHOULD READ THIS NOTICE (INCLUDING THE OBJECTION AND OTHER ATTACHMENTS) CAREFULLY AND DISCUSS THEM WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

MOREOVER, PURSUANT TO RULE 3007-1 OF THE LOCAL RULES OF THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA AND THE OMNIBUS OBJECTION PROCEDURES, UNLESS A WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE COURT AND SERVED ON THE OBJECTING PARTY BY 4:00 P.M. (EASTERN TIME) ON NOVEMBER 29, 2012, THE COURT MAY DEEM ANY OPPOSITION WAIVED, TREAT THE OBJECTION AS CONCEDED AND ENTER AN ORDER GRANTING THE RELIEF REQUESTED WITHOUT A HEARING.

Critical Information for Claimants
Choosing to File a Response to the Objection

Who Needs to File a Response: If you oppose the relief requested in the Objection and if you are unable to resolve the Objection with the Liquidating Trust before the deadline to respond, then you must file and serve a written response (the "Response") to the Objection in accordance with this Notice.

If you do not oppose the relief requested in the Objection, then you do not need to file a written Response to the Objection and you do not need to appear at the hearing.

Response Deadline: The Response Deadline is **4:00 p.m. (Eastern Time) on November 29, 2012 (the "Response Deadline")**.

THE BANKRUPTCY COURT WILL ONLY CONSIDER YOUR RESPONSE IF YOUR RESPONSE IS FILED, SERVED AND RECEIVED BY THE RESPONSE DEADLINE.

Your Response will be deemed timely filed only if the Response is **actually received** on or before the Response Deadline by the Bankruptcy Court at the following address:

Clerk of the Bankruptcy Court
United States Bankruptcy Court
701 East Broad Street – Room 4000
Richmond, Virginia 23219

Your Response will be deemed timely served only if a copy of the Response is actually received on or before the Response Deadline by the Liquidating Trust's attorneys:

Jeffrey N. Pomerantz, Esq.
Andrew W. Caine, Esq.
(admitted *pro hac vice*)
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The status hearing on the Objection will be held at **2:00 p.m. (Eastern Time) on December 6, 2012 at:**

United States Bankruptcy Court
701 East Broad Street – Courtroom 5000
Richmond, Virginia 23219

If you file a timely Response, in accordance with the Objection Procedures, you do not need to appear at the status hearing on the Objection.

**Procedures for Filing a Timely Response and
Information Regarding the Hearing on the Objection**

Contents. To facilitate a speedy and non-judicial resolution of a Claim subject to the Objection, any claimant filing a Response shall use its best efforts to include the following (at a minimum) in its filed Response, to the extent such materials are not attached to its proof of claim:

- a. a caption setting forth the name of the Bankruptcy Court, the name of the Debtors, the case number and the title of the Objection to which the Response is directed;
- b. the claimant's name and an explanation for the amount of the Claim;
- c. a concise statement, executed by (or identifying by name, address and telephone number) a person with personal knowledge of the relevant facts that support the Response, setting forth the reasons why the Bankruptcy

Court should overrule the Objection as to the claimant's claim, including, without limitation (to the extent not set forth in its proof of claim), the specific factual and legal bases upon which the claimant intends to rely in support of its Response and its underlying Claim;

- d. a copy of or identification of any other documentation or other evidence of the Claim, to the extent not already included with the Claim that the claimant presently intends to introduce into evidence in support of its Claim at the hearing; provided, however, that for a Response filed in support of a Claim arising out of a lease of real property, the Response need not attach such lease if the claimant indicates its willingness to provide such documentation upon request;
- e. a declaration of a person with personal knowledge of the relevant facts that support the Response;
- f. the claimant's address, telephone number and facsimile number and/or the name, address, telephone number and facsimile number of the claimant's attorney and/or designated representative to whom the attorneys for the Debtors should serve a reply to the Response, if any (collectively, the "Notice Address"). If a Response contains Notice Address that is different from the name and/or address listed on the Claim, the Notice Address will control and will become the service address for future service of papers with respect to all of the claimant's Claims listed in the Objection (including all Claims to be reduced or disallowed) and only for those Claims in the Objection; and
- g. to the extent such person differs from the person identified pursuant to subsection e, above, the name, address, telephone number, facsimile number, and electronic mail address of the representative of the claimant (which representative may be the claimant's counsel) party with authority to reconcile, settle or otherwise resolve the Objection on the claimant's behalf (collectively, the "Additional Addresses"). Unless the Additional Addresses are the same as the Notice Addresses, the Additional Address will not become the service address for future service of papers.

Additional Information. To facilitate a resolution of the Objection, your Response should also include the name, address, telephone number and facsimile number of the party with authority to reconcile, settle or otherwise resolve the Objection on the claimant's behalf. Unless the Additional Addresses are the same as the Notice Addresses, the Additional Addresses will not become the service address for future service of papers.

Failure to File Your Timely Response. If you fail to file and serve your Response on or before the Response Deadline in compliance with the procedures set forth in this Notice, the Liquidating Trust will present to the Bankruptcy Court an appropriate order granting the relief requested in the Objection without further notice to you.

Each Objection Is a Contested Matter. Each Claim subject to the Objection and the Response thereto shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014, and any order entered by the Bankruptcy Court will be deemed a separate order with respect to such claim.

Additional Information

Requests for Information. You may also obtain a copy of the Objection or related documents on the internet, by accessing the website of www.kccllc.net/circuitcity.

Reservation of Rights. Nothing in this Notice or the Objection constitutes a waiver of the Debtors' and/or the Trust's right to assert any claims, counterclaims, rights of offset or recoupment, preference actions, fraudulent-transfer actions or any other claims against you by the Liquidating Trust. Unless the Bankruptcy Court allows your Claims or specifically orders otherwise, the Liquidating Trust has the right to object on any grounds to the Claims (or to any other Claims or causes of action you may have filed or that have been scheduled by the Debtors) at a later date on any grounds or bases. In such event, you will receive a separate notice of any such objections.

Dated: September 28, 2012

/s/ Lynn L. Tavenner

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EXHIBIT 1

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*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	Case No. 08-35653-KRH
)	
CIRCUIT CITY STORES, INC. ¹ , et al.,)	Chapter 11
)	
Debtors.)	(Jointly Administered)
)	
)	

**LIQUIDATING TRUST'S SIXTY-THIRD OMNIBUS OBJECTION TO CLAIMS:
FIXING OF CERTAIN UNLIQUIDATED CLAIMS; REDUCTION OF CERTAIN
PARTIALLY INVALID CLAIMS; OR DISALLOWANCE OF CERTAIN
INVALID CLAIMS, AS APPLICABLE (HUMAN RESOURCES CLAIMS)**

The Circuit City Stores, Inc. Liquidating Trust (the "Liquidating Trust"), through Alfred
H. Siegel, the duly appointed trustee of the Liquidating Trust, pursuant to the *Second Amended*

¹ The Debtors in these cases include: Circuit City Stores, Inc., Circuit City Stores West Coast, Inc., InterTAN, Inc., Ventoux International, Inc., Circuit City Purchasing Company, LLC, CC Aviation, LLC, CC Distribution Company of Virginia, Inc., Circuit City Properties, LLC, Kinzer Technology, LLC, Abbott Advertising Agency, Inc., Patapsco Designs, Inc., Sky Venture Corp, Prahs, Inc., XSStuff, LLC, Mayland MN, LLC, Courchevel, LLC, Orbyx Electronics, LLC, and Circuit City Stores PR, LLC.

Joint Plan of Liquidation of Circuit City Stores, Inc. and its Affiliated Debtors and Debtors in Possession and its Official Committee of Creditors Holding General Unsecured Claims (the “Plan”) in the above-captioned cases, hereby files this *Liquidating Trust’s Sixty-Third Omnibus Objection to Claims: Fixing of Certain Unliquidated Claims; Reduction of Certain Partially Invalid Claims; or Disallowance of Certain Invalid Claims, as Applicable (Human Resources Claims)* (the “Objection”), and hereby moves this court (the “Court”), pursuant to sections 105 and 502 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (as amended, the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Bankruptcy Rule 3007-1, for entry of an order in the form attached hereto as **Exhibit A**, granting the relief sought by this Objection, and in support thereof states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Objection under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Objection in this district is proper under 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief requested herein are Bankruptcy Code sections 105 and 502, Bankruptcy Rule 3007 and Local Bankruptcy Rule 3007-1.

BACKGROUND

2. On November 10, 2008 (the “Petition Date”), the debtors in the above-captioned cases (the “Debtors”) filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code.

3. On November 12, 2008, the Office of the United States Trustee for the Eastern District of Virginia appointed a statutory committee of unsecured creditors (the “Creditors’ Committee”).

4. On November 12, 2008, the Court appointed Kurtzman Carson Consultants LLC (“KCC”) as claims, noticing, and balloting agent for the Debtors in these chapter 11 cases pursuant to 28 U.S.C. § 156(c).

5. On December 10, 2008, the Court entered that certain *Order Pursuant to Bankruptcy Code Sections 105 and 502 and Bankruptcy Rules 2002, 3003(c)(3), and 9007 (I) Setting General Bar Date and Procedures for Filing Proofs of Claim; and (II) Approving Form and Manner of Notice Thereof* (Docket No. 890) (the “Claims Bar Date Order”).

6. Pursuant to the Claims Bar Date Order, the deadline for filing all “claims” (as defined in 11 U.S.C. § 105(5)) arising before November 10, 2008 against the Debtors by any non-governmental entity was 5:00 p.m. (Pacific) on January 30, 2009. The deadline for governmental units to file claims that arose before November 10, 2008 was 5:00 p.m. (Pacific) on May 11, 2009. Pursuant to the Claims Bar Date Order, this Court approved the form and manner of the claims bar date notice, which was attached as Exhibit A to the Claims Bar Date Order (the “Claims Bar Date Notice”).

7. On December 17 and 19, 2008, KCC served a copy of the Claims Bar Date Notice on all parties who filed notices of appearance pursuant to Bankruptcy Rule 2002, all of the Debtors’ scheduled creditors in these cases, the Debtors’ equity holders, and certain other parties (Docket No. 1314). In addition, the Debtors published the Claims Bar Date Notice in The Wall Street Journal (Docket No. 1395) and The Richmond Times-Dispatch (Docket No. 1394).

8. On January 16, 2009, the Court authorized the Debtors, among other things, to conduct going out of business sales at the Debtors’ remaining 567 stores pursuant to an agency agreement (the “Agency Agreement”) between the Debtors and a joint venture, as agent (the “Agent”). On January 17, 2009, the Agent commenced going out of business sales pursuant to the Agency Agreement at the Debtors remaining stores. As of March 8, 2009, the going out of business sales at the Debtors’ remaining stores had been completed.

9. On April 1, 2009, this Court entered an *Order Establishing Omnibus Objection Procedures and Approving the Form and Manner of Notice of Omnibus Objections* (Docket No. 2881) (the “Omnibus Objection Procedures Order”).

10. On August 9, 2010, the Debtors and the Creditors' Committee filed the Plan, which provides for the liquidation of the Debtors' assets and distribution of the proceeds thereof under chapter 11 of the Bankruptcy Code.

11. On September 10, 2010, the United States Bankruptcy Court, Eastern District of Virginia, signed an Order confirming the Plan.

12. The Plan became effective on November 1, 2010 (the "Effective Date"), and pursuant to the Plan and Liquidating Trust Agreement approved therewith, the Liquidating Trust assumed the right and responsibility to liquidate the Debtors' remaining assets, evaluate and administer asserted claims, including prosecution of objections to claims, and to distribute the assets to creditors.

OBJECTION

13. By this Objection, the Liquidating Trust seeks entry of an order, in substantially the form attached hereto as **Exhibit A**, pursuant to Bankruptcy Code sections 105(a), 502 and 503, Bankruptcy Rule 3007 and Local Bankruptcy Rule 3007-1: (i) fixing of each of the unliquidated claims identified on **Exhibit C** attached hereto in the amounts specified therein; (ii) reducing each of the claims identified on **Exhibit D** attached hereto in the amounts specified therein, and (iii) disallowing each of the claims identified on **Exhibits E through G** attached hereto (collectively, the "Claims").

14. For ease of reference, attached hereto as **Exhibit B** is an alphabetical listing of all claimants whose Claims are included in this Objection (the "Claimants"), with a cross-reference by claim number.

A. Fixing of Certain Unliquidated Claims.

15. The basis for fixing each of the Claims in the amount listed on **Exhibit C** attached hereto (the "Unliquidated Claims") is that each Unliquidated Claim was filed in an unliquidated amount, but asserts a liability, in whole or in part, for which the Liquidating Trust believes there is liability on the part of the Debtors. Specifically, after a review of each of the

Unliquidated Claims and the bases upon which each is asserted, and a review of the Debtors' books and records, and the applicable human resources program or contract (each, an "HR Program"), the Liquidating Trust has determined that the Claimant is entitled to a claim on account of at least one HR Program. The Liquidating Trust has determined the amount of the Debtors' liability on each Unliquidated Claim under the relevant HR Program(s), and seeks to allow the Unliquidated Claim in that amount, as set forth on **Exhibit C**. Accordingly, the Liquidating Trust requests that the Unliquidated Claims identified on **Exhibit C** be fixed in the amounts stated in **Exhibit C**.

B. Reduction of Certain Partially Invalid Claims.

16. The basis for reduction of the claims listed on **Exhibit D** attached hereto (the "Partially Invalid Claims") is that each of the Partially Invalid Claims asserts, in part, amounts for which the Debtors are not liable.

17. Specifically, after a review of the Partially Invalid Claims and the bases and HR Programs upon which each is asserted, and a review of the Debtors' books and records, the Liquidating Trust has determined that certain portions of the Partially Invalid Claims are overstated or liabilities for which the Debtors dispute any liability, as specified in **Exhibit D**.

18. Accordingly, the Liquidating Trust requests that the Partially Invalid Claims identified on **Exhibit D** be reduced in the manner stated in **Exhibit D** for the reasons stated therein.

C. Disallowance of Certain Invalid Claims.

19. The basis for disallowance of the claims listed on **Exhibits E through G** attached hereto (the "Invalid Claims") is that each of the Invalid Claims asserts, in its entirety, amounts for which the Debtors are not liable.

20. Specifically, **Exhibit E** identifies Invalid Claims for which the Debtors' books and records show no liability to the Claimant (the "Books and Records Expunge Claims"). After a review of the Books and Records Expunge Claims and the bases upon which each is

asserted, and a review of the Debtors' books and records, the Liquidating Trust has determined that the Books and Records Expunge Claims are liabilities for which the Debtors dispute any liability because, *inter alia*: (i) the liability asserted in the Books and Records Expunge Claim was allowed as part of another claim; (ii) the Debtors' books and records show no amount due to the Claimant; or (iii) the liability claimed is not a liability of the Debtors. Accordingly, the Liquidating Trust requests that the Books and Records Expunge Claims identified on **Exhibit E** be disallowed in their entirety for the reasons stated therein.

21. **Exhibit F** identifies Invalid Claims that are liabilities amended by other claims (the "Amended Claims"). Accordingly, the Liquidating Trust requests that the Amended Claims identified on **Exhibit F** be disallowed as having been amended by another claim.

22. Finally, **Exhibit G** identifies Invalid Claims that are liabilities already asserted by the Claimants in other claims (the "Duplicate Claims"). Accordingly, the Liquidating Trust requests that the Duplicate Claims identified on **Exhibit G** be disallowed as duplicative of another claim.

RESERVATION OF RIGHTS

23. At this time, the Liquidating Trust has not completed its review of the validity of all claims/expenses filed against the Debtors' estates, and reserves the right to further object to any and all claims, whether or not the subject of this Objection, for allowance and/or distribution purposes, and on any other grounds, including the right to modify, supplement and/or amend this Objection as it pertains to any Claim or Claimant herein.

NOTICE AND PROCEDURE

24. Notice of this Objection has been provided to the Claimants identified on **Exhibit B**, and to parties-in-interest in accordance with the Court's *Supplemental Order Pursuant to Bankruptcy Code Sections 102 and 105, Bankruptcy Rules 2002 and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1 Establishing Certain Notice, Case Management and Administrative Procedures* (entered on December 30, 2009 at Docket No. 6208) (the "Case

Management Order”). The Liquidating Trust submits that the following methods of service upon the Claimants should be deemed by the Court to constitute due and sufficient service of this Objection: (a) service in accordance with Federal Rule of Bankruptcy Procedure 7004 and the applicable provisions of Federal Rule of Civil Procedure 4; (b) to the extent counsel for the Claimants is not known to the Liquidating Trust, by first class mail, postage prepaid, on the signatory of the Claimant’s proof of claim form or other representative identified in the proof of claim form or any attachment thereto; or (c) by first class mail, postage prepaid, on any counsel that has appeared on the Claimant’s behalf in the Debtors’ bankruptcy cases. The Liquidating Trust is serving the Claimant with this Objection and the exhibit on which the Claimant’s Claim is listed.

25. To the extent any Claimant timely files and properly serves a response to this Objection by 4:00 P.M. (Eastern) on November 29, 2012, as required by the Case Management Order and under applicable law, and the parties are unable to otherwise resolve the Objection, the Liquidating Trust requests that the Court conduct a status conference with respect to any such responding claimant at 2:00 P.M. (Eastern) on December 6, 2012, and thereafter schedule the matter for a future hearing as to the merits of such claim. However, to the extent any Claimant fails to timely file and properly serve a response to this Objection as required by the Case Management Order and applicable law, the Liquidating Trust requests that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, (i) fixing each of the Claims identified on **Exhibit C** attached hereto in the amount specified therein, (ii) reducing each of the claims identified on **Exhibit D** attached hereto in the amount specified therein, and (iii) disallowing each of the claims identified on **Exhibits E through G** attached hereto.

**COMPLIANCE WITH BANKRUPTCY RULE 3007 AND
THE OMNIBUS OBJECTION PROCEDURES ORDER**

26. This Objection complies with Bankruptcy Rule 3007(e). Additionally, the Liquidating Trust submits that this Objection is filed in accordance with the Omnibus Objection Procedures Order.

WAIVER OF MEMORANDUM OF LAW

27. Pursuant to Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law presented in the Motion, the Liquidating Trust requests that the requirement that all motions be accompanied by a written memorandum of law be waived.

NO PRIOR RELIEF

28. No previous request for the relief sought herein has been made to this Court or any other court.

WHEREFORE, the Liquidating Trust respectfully requests that the Court enter an Order sustaining this Objection and granting such other and further relief as the Court deems appropriate.

Dated: Richmond, Virginia
September 28, 2012

TAVENNER & BERAN, PLC

/s/ Lynn L. Tavenner

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Liquidating Trust*

EXHIBIT A

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Counsel to the Liquidating Trustee

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

-----	x	
In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., <u>et al.</u> ,	:	Case No. 08-35653 (KRH)
	:	
Debtors.	:	
-----	:	Jointly Administered
	x	

**ORDER SUSTAINING LIQUIDATING TRUST'S SIXTY-THIRD
OMNIBUS OBJECTION TO CLAIMS: FIXING OF CERTAIN UNLIQUIDATED
CLAIMS; REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS;
OR DISALLOWANCE OF CERTAIN INVALID CLAIMS,
AS APPLICABLE (HUMAN RESOURCES CLAIMS)**

THIS MATTER having come before the Court² on the *Liquidating Trust's* Sixty-

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

Third Omnibus Objection to Claims: Fixing of Certain Unliquidated Claims; Reduction of Certain Partially Invalid Claims; or Disallowance of Certain Invalid Claims, as Applicable (Human Resources Claims) (the “Objection”), which requested, among other things, that the claims specifically identified on Exhibit B attached to the Objection be fixed, reduced or disallowed, as applicable, for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it further appearing that no response was timely filed or properly served by the Claimants being affected by this Order; and it appearing that the relief requested on the Objection is in the best interest of the Liquidating Trust, the Debtors’ estates and creditors and other parties-in-interest; and after due deliberation thereon, good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Objection is SUSTAINED.
2. The Claims identified on Exhibit A as attached hereto and incorporated herein are forever fixed for all purposes in these bankruptcy cases in the manner and amounts stated in Exhibit A.
3. The Claims identified on Exhibit B as attached hereto and incorporated herein are forever reduced for all purposes in these bankruptcy cases in the manner and amounts stated in Exhibit B.
4. The Claims identified on Exhibit C as attached hereto and incorporated herein are forever disallowed in their entirety for all purposes in these bankruptcy cases.
5. The Court will conduct a status conference on _____, 2012

at 2:00 p.m. for all Claims identified on Exhibit D attached hereto.

6. The Liquidating Trust's rights to object to any claim including (without limitation) the Claims subject to the Objection, on any grounds that applicable law permits, are not waived and are expressly reserved.

7. The Liquidating Trust shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

8. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia
_____, 2012

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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- and -

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*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Lynn L. Tavenner
Lynn L. Tavenner

In re Circuit City Stores, Inc, et al.
Case No. 08-35653 (KRH)

EXHIBIT B

ALPHABETICAL LISTING OF CLAIMANTS

Claim Holder	Claim Number	Exhibit
ANGELA JANE INCOLLINGO 670 Bel Air Dr W Vista, CA 92084	13775 2001377501	Exhibit E INVALID CLAIMS TO BE EXPUNGED
Anthony W Givens Jr 6008 Hope Dr Temple Hills, MD 20748	15208 2001520801	Exhibit E INVALID CLAIMS TO BE EXPUNGED
BADE, BRIAN 11200 Prescott Pl Glen Allen, VA 23059	6195 2000619501	Exhibit G DUPLICATE CLAIMS TO BE EXPUNGED
BRADLEY, BRIAN 3036 LEANNE CT CLEARWATER, FL 33759	8138 2000813801	Exhibit E INVALID CLAIMS TO BE EXPUNGED
BRADLEY, BRIAN 3036 LEANNE CT CLEARWATER, FL 33759	8131 2000813101	Exhibit E INVALID CLAIMS TO BE EXPUNGED
BRADLEY, BRIAN 3036 LEANNE CT CLEARWATER, FL 33759	8133 2000813301	Exhibit E INVALID CLAIMS TO BE EXPUNGED
BRENDALY GARZA 505 Musket Dr Laredo , TX 78046-5159	14398 2001439801	Exhibit E INVALID CLAIMS TO BE EXPUNGED
CANCEL, MARCOS G 135 GIJON CIUDAD JARDIN DE BAIROA CAGUAS, PR 00727	9501 2000950101	Exhibit E INVALID CLAIMS TO BE EXPUNGED

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CHRISTOPHER RAMON EVERAGE 7373 Ardmore St No 1129 Houston, TX 77054-4214	13215 2001321501	Exhibit E INVALID CLAIMS TO BE EXPUNGED
CRAIG, KAREN L 4409 PLAYER RD CORONA, CA 92883	6211 2000621101	Exhibit E INVALID CLAIMS TO BE EXPUNGED
DENNIS JASON HUGHES 2581 County Rd 12 Headland, AL 36345-6318	13748 2001374801	Exhibit E INVALID CLAIMS TO BE EXPUNGED
ELSEMAN, DANIEL A 9800 BOLSA AVE NO 115 WESTMINSTER, CA 92683	2018 2000201801	Exhibit E INVALID CLAIMS TO BE EXPUNGED
ENGEN, WILLIAM M 12029 STONEWICK PLACE GLEN ALLEN, VA 23059-7152	5188 2000518801	Exhibit E INVALID CLAIMS TO BE EXPUNGED
KAPLAN, ALAN 4324 Fallbrook Blvd Palm Harbor, FL 34685	14013 2001401301	Exhibit C UNLIQUIDATED CLAIMS AMOUNT TO BE FIXED
KUBICA, CHAD A 24126 MATTHEW PL SANTA CLARITA, CA 91321	7086 2000708601	Exhibit E INVALID CLAIMS TO BE EXPUNGED
LINDA WHITE 172 Helen St Hamden, CT 06514	13239 2001323901	Exhibit E INVALID CLAIMS TO BE EXPUNGED

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Claim Holder	Claim Number	Exhibit
LINDA WHITE 172 Helen St Hamden, CT 06514	14891 2001489101	Exhibit E INVALID CLAIMS TO BE EXPUNGED
MARCOS SAWICKI 590 BLADEN LAVAL, QC H7W 4S1	14888 2001488801	Exhibit E INVALID CLAIMS TO BE EXPUNGED
MARGARET SHEEHAN 23099 Barwood Ln N Bldg 3 Boca Raton, FL 33428-6727	14665 2001466501	Exhibit E INVALID CLAIMS TO BE EXPUNGED
MARY LOUISE ROBERTS 24800 Pear Orchard Rd Moseley, VA 23120	14683 2001468302	Exhibit E INVALID CLAIMS TO BE EXPUNGED
MCCOREY JR , WILLIAM 124 TEMPSFORD LANE RICHMOND, VA 23226	3413 2000341301	Exhibit C UNLIQUIDATED CLAIMS AMOUNT TO BE FIXED
OLDANI, MARK 303 HAMLETS END WAY FRANKLIN, TN 37067-6471	10043 2001004301	Exhibit E INVALID CLAIMS TO BE EXPUNGED
OLDANI, MARK 303 HAMLETS END WAY FRANKLIN, TN 37067-6471	10044 2001004401	Exhibit E INVALID CLAIMS TO BE EXPUNGED
PATRICIA M LOOHN 9705 Snowberry Ct Glen Allen , VA 23060-9238	14392 2001439201	Exhibit G DUPLICATE CLAIMS TO BE EXPUNGED

In re Circuit City Stores, Inc, et al.
Case No. 08-35653 (KRH)

EXHIBIT B

ALPHABETICAL LISTING OF CLAIMANTS

Claim Holder	Claim Number	Exhibit
PATRICK S LONGOOD c o Spinella Owings & Shaia P 8550 Mayland Dr Richmond, VA 23294	14772 2001477202	Exhibit D REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS
PHILIP J DUNN 11465 Barrington Bridge Ct Richmond, VA 23233	6312 2000631201	Exhibit F Expunge: Amended by another claim
PRICE, LAWRENCE S 31 WHITTIER BLVD POUGHKEEPSIE, NY 12603	9905 2000990501	Exhibit E INVALID CLAIMS TO BE EXPUNGED
SADIANA MARIA LOPEZ 14614 SW 122 PI Miami, FL 33186	13770 2001377001	Exhibit G DUPLICATE CLAIMS TO BE EXPUNGED
SCHULDT, TODD M 114 PHEASANT TRL CARPENTERSVILLE, IL 60110	10073 2001007301	Exhibit C UNLIQUIDATED CLAIMS AMOUNT TO BE FIXED
SMITH, ARLANA D 629 WINDOMERE AVE RICHMOND, VA 23227	5835 2000583501	Exhibit C UNLIQUIDATED CLAIMS AMOUNT TO BE FIXED
SMITH, ARLANA D 629 WINDOMERE AVE RICHMOND, VA 23227	5835 2000583501	Exhibit G DUPLICATE CLAIMS TO BE EXPUNGED
WARREN, ELIZABETH R 1824 HANOVER AVE RICHMOND, VA 23220	4380 2000438001	Exhibit E INVALID CLAIMS TO BE EXPUNGED

In re Circuit City Stores, Inc, et al.
Case No. 08-35653 (KRH)

EXHIBIT B

ALPHABETICAL LISTING OF CLAIMANTS

Claim Holder	Claim Number	Exhibit
WARREN, ELIZABETH R 1824 HANOVER AVE RICHMOND, VA 23220	4377 2000437701	Exhibit E INVALID CLAIMS TO BE EXPUNGED
William F Harmon 2425 Sage Rd Apt No 26 Houston, TX 77056	15231 2001523101	Exhibit E INVALID CLAIMS TO BE EXPUNGED
William F Harmon 2425 Sage Rd Apt No 26 Houston, TX 77056	15232 2001523201	Exhibit E INVALID CLAIMS TO BE EXPUNGED
William F Harmon 2425 Sage Rd Apt No 26 Houston, TX 77056	15233 2001523301	Exhibit E INVALID CLAIMS TO BE EXPUNGED
William P Cimino 15 Albermarle Ave Richmond, VA 23226	15175 2001517502	Exhibit E INVALID CLAIMS TO BE EXPUNGED
WIMMER JR, JAMES H Christian & Barton LLP 909 E Main St Ste 1200 Richmond, VA 23219	13959 2001395901	Exhibit E INVALID CLAIMS TO BE EXPUNGED

In re Circuit City Stores, Inc, et al.
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EXHIBIT C
CLAIMS TO BE FIXED

Date Filed	Claim Number	Name Address	Notice Name	Docketed Claim Amount	Docketed Claim Class	Debtor(s)	Proposed Modified Claim Amount	Proposed Modified Claim Class	Debtor(s)	Comments
1/13/2009	3413 2000341301	MCCOREY JR , WILLIAM 124 TEMPSFORD LANE RICHMOND, VA 23226		\$0.00	U	CIRCUIT CITY STORES, INC.	\$17,947.91	General Unsecured	CIRCUIT CITY STORES, INC.	Claim was filed for an unliquidated amount and must be fixed at a specified amount. The proposed amount has been calculated by the Trust in accordance with the applicable documents.
1/26/2009	5835 2000583501	SMITH, ARLANA D 629 WINDOMERE AVE RICHMOND, VA 23227		\$0.00	U	CIRCUIT CITY STORES, INC.	\$406.93	General Unsecured	CIRCUIT CITY STORES, INC.	Claim was filed for an unliquidated amount and must be fixed at a specified amount. The proposed amount has been calculated by the Trust in accordance with the applicable documents.
1/30/2009	10073 2001007301	SCHULDT, TODD M 114 PHEASANT TRL CARPENTERSVILLE, IL 60110		\$0.00	U	CIRCUIT CITY STORES, INC.	\$15,000.00	General Unsecured	CIRCUIT CITY STORES, INC.	Claim was filed for an unliquidated amount and must be fixed at a specified amount. The proposed amount has been calculated by the Trust in accordance with the applicable documents.
6/22/2009	14013 2001401301	KAPLAN, ALAN 4324 Fallbrook Blvd Palm Harbor, FL 34685		\$0.00	U	CIRCUIT CITY STORES, INC.	\$236.42	General Unsecured	CIRCUIT CITY STORES, INC.	Claim is being fixed at \$236.42 as reflected in the Debtor's books and records for unpaid wages.

In re Circuit City Stores, Inc, et al.
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EXHIBIT D

REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS

Date Filed	Claim Number	Name Address	Notice Name	Docketed Claim Amount	Docketed Claim Class	Debtor(s)	Proposed Modified Claim Amount	Proposed Modified Claim Class	Debtor(s)	Comments
10/14/2009	14772 2001477202	PATRICK S LONGOOD c o Spinella Owings & Shaia P 8550 Mayland Dr Richmond, VA 23294	Harry Shaia Jr Esq	\$286,913.96	U	CIRCUIT CITY STORES, INC.	\$107,213.61	General Unsecured	CIRCUIT CITY STORES, INC.	Claimant is entitled to \$20,000 for the special cash retention plan granted on 1/1/2008. Claimant is entitled to \$412.75 for phantom shares. Claimant is entitled to \$86,800.86 for severance under the employment agreement.

In re Circuit City Stores, Inc, et al.
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EXHIBIT E

INVALID CLAIMS TO BE EXPUNGED

Date Filed	Claim Number	Name Address	Notice Name	Docketed Claim Amount	Docketed Claim Class	Debtor(s)	Proposed Modified Claim Amount	Comments
12/29/2008	2018 2000201801	ELSEMAN, DANIEL A 9800 BOLSA AVE NO 115 WESTMINSTER, CA 92683		\$60,334.68	U	CIRCUIT CITY STORES, INC.	\$0.00	The claim is for the claimant's portion of the Weidler class settlement. All members of the Weidler class were covered by the settlement of claim 11271.
1/22/2009	4377 2000437701	WARREN, ELIZABETH R 1824 HANOVER AVE RICHMOND, VA 23220		\$40,000.00	U	CIRCUIT CITY STORES, INC.	\$0.00	The amount claimed is allowed as part of claim #13529. Thus, the claim should be expunged in its entirety.
1/22/2009	4380 2000438001	WARREN, ELIZABETH R 1824 HANOVER AVE RICHMOND, VA 23220		\$0.00	U	CIRCUIT CITY STORES, INC.	\$0.00	The amount claimed is allowed as part of claim #13486. Thus, the claim should be expunged in its entirety.
1/23/2009	5188 2000518801	ENGEN, WILLIAM M 12029 STONEWICK PLACE GLEN ALLEN, VA 23059-7152		\$40,000.00	U	CIRCUIT CITY STORES, INC.	\$0.00	The amount claimed is allowed as part of claim #5189. Thus, the claim should be expunged in its entirety.

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EXHIBIT E

INVALID CLAIMS TO BE EXPUNGED

Date Filed	Claim Number	Name Address	Notice Name	Docketed Claim Amount	Docketed Claim Class	Debtor(s)	Proposed Modified Claim Amount	Comments
1/27/2009	6211 2000621101	CRAIG, KAREN L 4409 PLAYER RD CORONA, CA 92883		\$40,000.00	U	CIRCUIT CITY STORES WEST COAST, INC.	\$0.00	The amount claimed is allowed as part of claim #14174. Thus, the claim should be expunged in its entirety.
1/28/2009	7086 2000708601	KUBICA, CHAD A 24126 MATTHEW PL SANTA CLARITA, CA 91321		\$40,000.00	U	CIRCUIT CITY STORES, INC.	\$0.00	The amount claimed is allowed as part of claim #14436. Thus, the claim should be expunged in its entirety.
1/29/2009	8131 2000813101	BRADLEY, BRIAN 3036 LEANNE CT CLEARWATER, FL 33759		\$2,670,000.00	U	CIRCUIT CITY STORES, INC.	\$0.00	The amount claimed is allowed as part of claim #8141. Thus, the claim should be expunged in its entirety.
1/29/2009	8133 2000813301	BRADLEY, BRIAN 3036 LEANNE CT CLEARWATER, FL 33759		\$600,000.00	U	CIRCUIT CITY STORES, INC.	\$0.00	The amount claimed is allowed as part of claim #8141. Thus, the claim should be expunged in its entirety.

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EXHIBIT E

INVALID CLAIMS TO BE EXPUNGED

Date Filed	Claim Number	Name Address	Notice Name	Docketed Claim Amount	Docketed Claim Class	Debtor(s)	Proposed Modified Claim Amount	Comments
1/29/2009	8138 2000813801	BRADLEY, BRIAN 3036 LEANNE CT CLEARWATER, FL 33759		\$48,777.08	U	CIRCUIT CITY STORES, INC.	\$0.00	The amount claimed is allowed as part of claim #8141. Thus, the claim should be expunged in its entirety.
1/29/2009	9501 2000950101	CANCEL, MARCOS G 135 GIJON CIUDAD JARDIN DE BAIROA CAGUAS, PR 00727		\$40,000.00	U	CIRCUIT CITY STORES PR, LLC	\$0.00	The amount claimed is allowed as part of claim #9504. Thus, the claim should be expunged in its entirety.
1/30/2009	9905 2000990501	PRICE, LAWRENCE S 31 WHITTIER BLVD POUGHKEEPSIE, NY 12603		\$1,000.00	U	CIRCUIT CITY STORES, INC.	\$0.00	The claim is for the claimant's interest in the pension plan. The pension plan was surrendered to the Pension Benefit Guaranty Corporation on 3/31/2009; thus, the claim should be expunged.
1/30/2009	10043 2001004301	OLDANI, MARK 303 HAMLETS END WAY FRANKLIN, TN 37067-6471		\$125,000.00	U	CIRCUIT CITY STORES, INC.	\$0.00	The amount claimed is allowed as part of claim #10041. Thus, the claim should be expunged in its entirety.

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EXHIBIT E

INVALID CLAIMS TO BE EXPUNGED

Date Filed	Claim Number	Name Address	Notice Name	Docketed Claim Amount	Docketed Claim Class	Debtor(s)	Proposed Modified Claim Amount	Comments
1/30/2009	10044 2001004401	OLDANI, MARK 303 HAMLETS END WAY FRANKLIN, TN 37067-6471		\$424,156.00	U	CIRCUIT CITY STORES, INC.	\$0.00	The amount claimed is allowed as part of claim #10041. Thus, the claim should be expunged in its entirety.
6/1/2009	13215 2001321501	CHRISTOPHER RAMON EVERAGE 7373 Ardmore St No 1129 Houston, TX 77054-4214		\$800.00	U	CIRCUIT CITY STORES, INC.	\$0.00	The Debtor's books and records show no amount due. Thus, the claim should be expunged in its entirety.
6/1/2009	13239 2001323901	LINDA WHITE 172 Helen St Hamden, CT 06514		\$614.00	U	CIRCUIT CITY STORES, INC.	\$0.00	The Debtor's books and records show no amount due. Thus, the claim should be expunged in its entirety.
6/22/2009	13748 2001374801	DENNIS JASON HUGHES 2581 County Rd 12 Headland, AL 36345-6318		\$75,000.00	U	CIRCUIT CITY STORES, INC.	\$0.00	The Debtor's books and records show no amount due. Thus, the claim should be expunged in its entirety.

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EXHIBIT E

INVALID CLAIMS TO BE EXPUNGED

Date Filed	Claim Number	Name Address	Notice Name	Docketed Claim Amount	Docketed Claim Class	Debtor(s)	Proposed Modified Claim Amount	Comments
6/26/2009	13775 2001377501	ANGELA JANE INCOLLINGO 670 Bel Air Dr W Vista, CA 92084		\$0.00	U	CIRCUIT CITY STORES, INC.	\$0.00	Claimant's accrued paid time off was paid on claim 2331.
6/30/2009	13959 2001395901	WIMMER JR, JAMES H Christian & Barton LLP 909 E Main St Ste 1200 Richmond, VA 23219	Michael D Mueller Esq and Augustus C Epps Jr Esq and Jennifer M McLemore Esq	\$260,000.00	U	CIRCUIT CITY STORES, INC.	\$0.00	The amount claimed is allowed as part of claim #9584. Thus, the claim should be expunged in its entirety.
6/30/2009	14398 2001439801	BRENDALY GARZA 505 Musket Dr Laredo , TX 78046-5159		\$0.00	U	CIRCUIT CITY STORES, INC.	\$0.00	The Debtor's books and records show no amount due. Thus, the claim should be expunged in its entirety.
9/30/2009	14665 2001466501	MARGARET SHEEHAN 23099 Barwood Ln N Bldg 3 Boca Raton, FL 33428-6727		\$715.05	U	CIRCUIT CITY STORES, INC.	\$0.00	The claim is for the claimant's interest in the pension plan. The pension plan was surrendered to the Pension Benefit Guaranty Corporation on 3/31/2009; thus, the claim should be expunged.

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EXHIBIT E

INVALID CLAIMS TO BE EXPUNGED

Date Filed	Claim Number	Name Address	Notice Name	Docketed Claim Amount	Docketed Claim Class	Debtor(s)	Proposed Modified Claim Amount	Comments
10/15/2009	14683 2001468302	MARY LOUISE ROBERTS 24800 Pear Orchard Rd Moseley, VA 23120		\$40,000.00	U	CIRCUIT CITY STORES, INC.	\$0.00	The amount claimed is allowed as part of claim #3408. Thus, the claim should be expunged in its entirety.
3/25/2010	14888 2001488801	MARCOS SAWICKI 590 BLADEN LAVAL, QC H7W 4S1		\$0.00	U	CIRCUIT CITY STORES, INC.	\$0.00	The Debtor's books and records show no amount due. Thus, the claim should be expunged in its entirety.
3/25/2010	14891 2001489101	LINDA WHITE 172 Helen St Hamden, CT 06514		\$600.00	U	CIRCUIT CITY STORES, INC.	\$0.00	The Debtor's books and records show no amount due. Thus, the claim should be expunged in its entirety.
12/8/2010	15175 2001517502	William P Cimino 15 Albermarle Ave Richmond, VA 23226		\$40,000.00	U	Circuit City Stores, Inc.	\$0.00	The amount claimed is allowed as part of claim #13665. Thus, the claim should be expunged in its entirety.

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EXHIBIT E

INVALID CLAIMS TO BE EXPUNGED

Date Filed	Claim Number	Name Address	Notice Name	Docketed Claim Amount	Docketed Claim Class	Debtor(s)	Proposed Modified Claim Amount	Comments
2/8/2011	15208 2001520801	Anthony W Givens Jr 6008 Hope Dr Temple Hills, MD 20748		\$0.00	U	Circuit City Stores, Inc.	\$0.00	The Debtor's books and records show no amount due. Thus, the claim should be expunged in its entirety.
4/8/2011	15231 2001523101	William F Harmon 2425 Sage Rd Apt No 26 Houston, TX 77056		\$1,437.93	P	Circuit City Stores, Inc.	\$0.00	The Debtor's books and records show no amount due. Thus, the claim should be expunged in its entirety.
4/8/2011	15232 2001523201	William F Harmon 2425 Sage Rd Apt No 26 Houston, TX 77056		\$1,437.93	P	Circuit City Stores, Inc.	\$0.00	The Debtor's books and records show no amount due. Thus, the claim should be expunged in its entirety.
4/8/2011	15233 2001523301	William F Harmon 2425 Sage Rd Apt No 26 Houston, TX 77056		\$1,437.93	A	Circuit City Stores, Inc.	\$0.00	The Debtor's books and records show no amount due. Thus, the claim should be expunged in its entirety.

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EXHIBIT F
AMENDED CLAIMS TO BE EXPUNGED

Date Filed	Claim Number	Name Address	Notice Name	Docketed Claim Amount	Docketed Claim Class	Debtor(s)	Surviving Claim Number	Comments
1/27/2009	6312 2000631201	PHILIP J DUNN 11465 Barrington Bridge Ct Richmond, VA 23233		\$50,000.00	U	CIRCUIT CITY STORES, INC.	15283	The claim was amended by another claim.

In re Circuit City Stores, Inc., et al.
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EXHIBIT G
DUPLICATE CLAIMS TO BE EXPUNGED

Date Filed	Claim Number	Name Address	Notice Name	Docketed Claim Amount	Docketed Claim Class	Debtor(s)	Surviving Claim Number	Comments
1/26/2009	5835 2000583501	SMITH, ARLANA D 629 WINDOMERE AVE RICHMOND, VA 23227		\$0.00	U	CIRCUIT CITY STORES, INC.	13651	Amounts included in this claim are duplicative of claim #13651; thus this claim should be expunged in its entirety.
1/27/2009	6195 2000619501	BADE, BRIAN 11200 Prescott PI Glen Allen, VA 23059		\$12,936.39	U	CIRCUIT CITY STORES, INC.	3340	The claim is a duplicate of the surviving claim.
6/26/2009	13770 2001377001	SADIANA MARIA LOPEZ 14614 SW 122 PI Miami, FL 33186		\$2,235.40	P	CIRCUIT CITY STORES, INC.	13674	The claim is a duplicate of the surviving claim.
6/19/2009	14392 2001439201	PATRICIA M LOOHN 9705 Snowberry Ct Glen Allen , VA 23060-9238		\$4,758.42	U	CIRCUIT CITY STORES, INC.	7394	The claim is a duplicate of claim 7394, although the classes are different.